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5 QUINN EMANUEL URQUHART & SULLIVAN, LLP  
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10 Attorneys for Defendants Schwab Investments, Charles Schwab  
11 Investment Management, Inc., Marianne Byerwalter, Donald F.  
12 Dorward, William A. Hasler, Robert G. Holmes, Gerald B. Smith,  
Donald R. Stephens, Michael W. Wilsey, Charles R. Schwab,  
Randall W. Merk, Joseph H. Wender, and John F. Cogan

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

NORTHSTAR FINANCIAL ADVISORS, INC.,  
on Behalf of Itself and All Others Similarly  
Situated,

**Plaintiff,**

V.

SCHWAB INVESTMENTS, and MARIANNE BYERWALTER, DONALD F. DORWARD, WILLIAM A. HASLER, ROBERT G. HOLMES, GERALD B. SMITH, DONALD R. STEPHENS, MICHAEL W. WILSEY, CHARLES R. SCHWAB, RANDALL W. MERK, JOSEPH H. WENDER, and JOHN F. COGAN as TRUSTEES OF SCHWAB INVESTMENTS; and CHARLES SCHWAB INVESTMENT MANAGEMENT, INC.

## Defendants.

Case No. CV-08-4119 LHK  
CLASS ACTION

[PROPOSED] ORDER APPROVING  
SUBSTITUTION OF COUNSEL

1 Defendants Schwab Investments, Charles Schwab Investment Management, Inc.,  
2 Marianne Byerwalter, Donald F. Dorward, William A. Hasler, Robert G. Holmes, Gerald B.  
3 Smith, Donald R. Stephens, Michael W. Wilsey, Charles R. Schwab, Randall W. Merk, Joseph H.  
4 Wender, and John F. Cogan, hereby substitute Quinn Emanuel Urquhart & Sullivan, LLP, as  
5 counsel of record, replacing Morrison & Foerster LLP. Counsel's new address of record is:

6 RICHARD A. SCHIRTZER  
7 richardschirtzer@quinnmanuel.com  
8 QUINN EMANUEL URQUHART & SULLIVAN, LLP  
9 865 South Figueroa Street, 10th Floor  
10 Los Angeles, CA 90017-2543  
11 Telephone: (213) 443-3000  
12 Facsimile: (213) 443-3100

13 JOHN M. POTTER  
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15 PATRICK DOOLITTLE  
16 patrickdoolittle@quinnmanuel.com  
17 KARIN KRAMER  
18 karinkramer@quinnmanuel.com  
19 QUINN EMANUEL URQUHART & SULLIVAN, LLP  
20 50 California Street, 22nd Floor  
21 San Francisco, CA 94111-4788  
22 Telephone: (415) 875-6600  
23 Facsimile: (415) 875-6700

24 The substitution of counsel will take effect upon the Court's entry of the proposed order.

25 Dated: December 10, 2010

26 DARRYL P. RAINS  
27 EUGENE ILLOVSKY  
28 CRAIG D. MARTIN  
DOROTHY L. FERNANDEZ  
MORRISON & FOERSTER LLP

29 By: /s/ Darryl P. Rains  
30 Darryl P. Rains

1 Dated: December 10, 2010

2 RICHARD A. SCHIRTZER  
3 JOHN M. POTTER  
4 PATRICK DOOLITTLE  
5 QUINN EMANUEL URQUHART &  
6 SULLIVAN, LLP

7 By: /s/ Patrick Doolittle  
8 Patrick Doolittle

9 Defendants hereby agree and consent to this substitution of counsel.

10 Dated: December 10, 2010

11 SCHWAB INVESTMENTS AND CHARLES  
12 SCHWAB INVESTMENT MANAGEMENT,  
13 INC.

14 By: /s/ Linda Drucker  
15 Linda Drucker  
16 Associate General Counsel  
17 Charles Schwab & Co.

18 Dated: December 10, 2010

19 MARIANNE BYERWALTER

20 By: /s/ Marianne Byerwalter  
21 Marianne Byerwalter

22 Dated: December 10, 2010

23 DONALD F. DORWARD

24 By: /s/ Donald F. Dorward  
25 Donald F. Dorward

26 Dated: December 10, 2010

27 WILLIAM A. HASLER

28 By: /s/ William A. Hasler  
William A. Hasler

Dated: December 10, 2010

ROBERT G. HOLMES

By: /s/ Robert G. Holmes  
Robert G. Holmes

1 Dated: December 10, 2010

GERALD B. SMITH

2  
3 By: /s/ Gerald B. Smith  
Gerald B. Smith

4  
5 Dated: December 10, 2010

DONALD R. STEPHENS

6 By: /s/ Donald R. Stephens  
7 Donald R. Stephens

8  
9 Dated: December 10, 2010

MICHAEL W. WILSEY

10 By: /s/ Michael W. Wilsey  
11 Michael W. Wilsey

12 Dated: December 10, 2010

CHARLES R. SCHWAB

13 By: /s/ Charles R. Schwab  
14 Charles R. Schwab

15 Dated: December 10, 2010

RANDALL W. MERK

16 By: /s/ Randall W. Merk  
17 Randall W. Merk

18 Dated: December 10, 2010

JOSEPH H. WENDER

19 By: /s/ Joseph H. Wender  
20 Joseph H. Wender

21 Dated: December 10, 2010

JOHN F. COGAN

22 By: /s/ John F. Cogan  
23 John F. Cogan

1           GOOD CAUSE APPEARING,

2           IT IS HEREBY ORDERED that Quinn Emanuel Urquhart & Sullivan, LLP shall, and  
3 hereby is, substituted for Morrison & Foerster LLP as counsel of record for Defendants Schwab  
4 Investments, Charles Schwab Investment Management, Inc., Marianne Byerwalter, Donald F.  
5 Dorward, William A. Hasler, Robert G. Holmes, Gerald B. Smith, Donald R. Stephens, Michael  
6 W. Wilsey, Charles R. Schwab, Randall W. Merk, Joseph H. Wender, and John F. Cogan.

7           Date: December 13, 2010

  
HONORABLE LUCY H. KOH  
U.S. District Court Judge

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